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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 105, 107(b),
AND 363 AND BANKRUPTCY RULES 9018 AND 9019 APPROVING
LETTER AGREEMENT BY AND AMONG THE DEBTORS AND HILCO
MERCHANT RESOURCES, LLC AND GORDON BROTHERS RETAIL
PARTNERS, LLC**

Upon the motion (the "Motion")¹ of the Debtors
for entry of an order, pursuant to Bankruptcy Code

¹ Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Motion.

sections 105(a), 107(b), and 363 and Bankruptcy Rules 9018 and 9019 approving the letter agreement (the "Letter Agreement") entered into between the Debtors and Hilco Merchant Resources, LLC and Gordon Brothers Retail Partners, LLC (collectively the "Agent"); and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Rule 9019 and Bankruptcy Code sections 105 and 363, the Debtors' decision to enter into the Letter Agreement is based on sound business judgment, is reasonable and appropriate under the circumstances and is approved.

3. The Debtors are hereby authorized to enter into the Letter Agreement and to take all actions reasonably necessary to implement its terms without further Court order.

4. Subject to the terms of the Letter Agreement, the Debtors are hereby authorized to make all payments due to the Agent as described in the Letter Agreement.

5. The Debtors are authorized to execute all documentation necessary to implement the Letter Agreement.

6. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

7. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
March __, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Proposed Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I
hereby certify that the foregoing proposed order has
been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley